

N 97 000004263

November 5, 1997

Secretary of State
Corporations Division
P. O. Box 6327
Tallahassee, Florida 32314

Re: Central Florida Stampede Baseball, Inc.

700002341157--5
-11/07/97-01017-011
*****35.00 *****35.00

To Whom it May Concern:

Attached please find the Articles of Amendment to Articles of Incorporation of *Central Florida Stampede Baseball, Inc.* as well as a check in the amount of \$35 to cover the filing fee.

I would appreciate if you could possibly rush this as I am on a deadline with IRS in order not to lose my IRS exempt status application fee.

Thank you very much for all the help you have given me regarding this matter.

Very truly yours,

Debra James

Debra James

(407) 839-4544
(407) 273-6103

(Daytime number)
(Fax Number)

FILED
97 NOV -7 PM 12:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

TLL NOV 9 3 1997

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of

FILED
91 NOV - 7 PM 12:45
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

CENTRAL FLORIDA STAMPEDE BASEBALL, INC. (State Doc # of corp is N97000004263)

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted: (INDICATE ARTICLE NUMBER(S) BEING AMENDED, ADDED OR DELETED.)

Per IRS request to qualify for 501(c)(3) status, the following articles have been amended or added. (Please see attached Amended Articles of Incorporation in their entirety)

Article I: Amended
Article II: Amended
Article III: Amended
Article V: Amended
Article VII: Amended

Article VIII, IX, X, XI, XII, XIII, XIV, XV and XVI have been ADDED.

SECOND: The date of adoption of the amendment(s) was: 11/2/97

THIRD: Adoption of Amendment (CHECK ONE)

- ☒ The amendment(s) was(were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors.

Central Florida Stampede Baseball, Inc.

Corporation Name


Signature of Chairman, Vice Chairman, President or other officer

Steve J. James

Typed or printed name

President

Title

11/3/97

Date

ARTICLES OF INCORPORATION

(Not For Profit)

The undersigned, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of Florida, do hereby certify and adopt the following Articles of Incorporation:

ARTICLE I

[NAME]

The name of the corporation shall be:

CENTRAL FLORIDA STAMPEDE BASEBALL, INC., and the initial principal address of the corporation is 3111 Carisudo Court, Orlando, Florida 32812.

ARTICLE II

[TERM OF EXISTENCE]

This corporation shall have perpetual existence unless dissolved according to law. Corporate existence shall commence upon the filing of these Articles with the Secretary of State's Office.

ARTICLE III

A. Purpose:

The corporation is organized as a non-profit corporation exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

The corporation is organized for the exclusive purpose of fostering national amateur sports competition and primarily to conduct national competition in sports and, or to support and develop amateur athletes for such competition. More specifically to:

1. Develop and support young men's participation in athletics by sponsoring events, activities and educational programs for the development of young men and the advancement of young men's athletics.
2. Promote and encourage public participation in baseball.

3. Assist and organize people concerned with baseball development of amateur athletic programs.
4. Promote annual amateur baseball championships.
5. Provide equitable support and encouragement for participation by young athletes, racial and ethnic minorities.
6. Provide representation of athletes in decision-making policy.
7. Research, educate, develop and publish information on fastpitch softball.

B. Activities

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE IV

[MANNER OF ELECTION OF OFFICERS]

The manner in which the officers are elected or appointed is:

Directors and Officers are appointed according to the By-Laws at a meeting in January.

ARTICLE V

[DISSOLUTION]

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be which the principal office of the corporation is then located, organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VI

[INITIAL REGISTERED AGENT AND STREET ADDRESS]

The name and Florida street address of the initial registered agent is:

Steve James
3111 Carisudo Court
Orlando, Florida 32812

ARTICLE VII

[INCORPORATOR, BOARD OF DIRECTORS & INITIAL DIRECTORS]

A. Incorporator

The name and the street address of the person signing these Articles of Incorporation as the Incorporator is:

Steve James
3111 Carisudo Court
Orlando, FL 32812

B. Board of Directors

The corporation shall be managed by a Board of Directors which shall consist of not less than one (1) nor more than ten (10), each of whom will be elected by the members of the corporation. The qualifications, term of office and any other matters dealing with the directors shall be set forth in the Bylaws.

C. Directors

The following are the names and the street addresses of the directors who constitute the initial Board of Directors who are to manage the affairs of the corporation.

Steve J. James, President
3111 Carisudo Court
Orlando, Florida 32812

Debra James, Treasurer
3111 Carisudo Court
Orlando, Florida 32812

Christina Durso
8257 Hatteras Road
Orlando, Florida 32822

Laureen Coscia
7322 Poi Circle
Orlando, FL 32822

Diane Proulx
2704 Rogan Road
Orlando, FL 32812

Kim Smith
1925 Heathwood Drive
Winter Park, FL 32792

ARTICLE VIII

[INCOME]

The corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income proposed by Section 4942 of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE IX

[Self-Dealing]

The corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE X

[Excess Business Holdings]

The corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE XI

[INVESTMENTS]

The corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE XII

[EXPENDITURES]

The corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE XIII

[Qualification for Members]

The qualifications for members and the manner of their admission shall be regulated by the Bylaws of the corporation.

ARTICLE XIV

[Bylaws]

The Board of Directors of this organization may provide such bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Upon proper notice, the bylaws may be amended, altered or rescinded by a majority vote of those members of the board of directors present at any regular meeting or any special meeting called for that purpose.

ARTICLE XV

[Amendment of Articles of Incorporation]

These articles of incorporation may be amended at a special meeting of the membership called for that purpose by a majority vote of those present. Two-thirds (2/3) shall constitute a quorum for such purpose.

Amendments also may be made at regular meetings of the membership upon notice thereof given in accordance with the bylaws so long as the quorum and voting rights requirement of section A of these articles are met.

ARTICLE XVI

[Indemnification]

The organization shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

Steve James
STEVE J. JAMES (Signature/Incorporator)

11/4/97
DATE

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Steve James
STEVE J. JAMES (Signature/Registered Agent)

11/4/97
DATE